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*Proposed Counsel for the Official Committee
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|----------------------------------|---|------------------------|
| In re: |) | Chapter 11 Case No. |
| |) | |
| ARCHBROOK LAGUNA HOLDINGS |) | 11-13292 (SCC) |
| LLC, <u>et al.</u>, |) | |
| |) | (Jointly Administered) |
| Debtors, |) | |

**JOINDER OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO THE
DEBTORS' RESPONSE TO DIRECT ENTERTAINMENT MEDIA GROUP, INC.'S
OBJECTION TO THE SALE OF THE DEBTORS' ASSETS**

The Official Committee (the "Committee") of ArchBrook Laguna Holdings LLC, et al., debtors and debtors-in-possession (the "Debtors"), by and through its proposed counsel Cooley LLP, hereby submits this joinder (the "Joinder") to the Debtors' omnibus response (the "Response") to objections to the sale of their assets, to the extent such response relates to the objection filed by Direct Entertainment Media Group, Inc. ("DEMG") In support of its Joinder, the Committee respectfully represents as follows:

BACKGROUND

1. On July 8, 2011 (the "Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the "Court"). Pursuant to sections 1107 and 1108 of the

Bankruptcy Code, the Debtors continue to operate their businesses and properties as debtors-in-possession. No trustee or examiner has been appointed in these cases.

2. On July 9, 2011, the Debtors filed the *Debtors' Motion, Pursuant to 11 U.S.C. §§ 105, 363, 364, 365, 503 and 507 and Fed. R. Bankr. P. 2002, 4001, 6004, 6006, 9008 and 9014, for Entry of (I) an Order Approving (A) Bid Procedures, (B) Notice of Sale, Auction, and Sale Hearing, (C) Assumption Procedures and Related Notices; and (II) an Order Approving the Sale of Substantially All of the Debtors' Assets* [Docket No. 12] (the "Sale Motion"). Pursuant to the Sale Motion, the Debtors seek, among other things, authorization to sell all or substantially of the Debtors' assets at an auction to be held on August 8, 2011. The hearing to consider and approve the proposed sale is scheduled for August 10, 2011.

3. On July 18, 2011, the Committee was appointed in these cases by the Office of the United States Trustee for the Southern District of New York (the "US Trustee"), consisting of the following seven members: (i) Dell Marketing, L.P.; (ii) Direct Entertainment Media Group, Inc.; (iii) Garmin International, Inc.; (iv) Samsung Electronics America, Inc.; (v) Hewlett-Packard Company; (vi) TomTom, Inc.; and (vii) Sunbeam Products, Inc., d/b/a Jarden Consumer Solutions. The first meeting of the Committee was on July 19, 2011. The Committee selected Cooley LLP as its proposed counsel at that first meeting and subsequently selected Loughlin Meghji + Company as its financial advisor.

4. On August 2, 2011, Direct Entertainment Media Group ("DEMG") filed the *Objection and Reservation of Rights of Direct Entertainment Media Group, Inc. to Debtors' Motion, Pursuant to 11 U.S.C. §§ 105, 363, 364, 365, 503 and 507 and Fed. R. Bankr. P. 2002, 4001, 6004, 6006, 9008 and 9014, for Entry of (I) an Order Approving (A) Bid Procedures, (B) Notice of Sale, Auction, and Sale Hearing, (C) Assumption Procedures and Related Notices; and*

(II) *an Order Approving the Sale of Substantially All of the Debtors' Assets* [Docket No. 131] (the "DEMG Objection").

JOINDER

5. The Committee strongly agrees with the background, legal arguments and assertions set forth in the Response as they relate to the DEMG Objection and hereby joins in the Response as it relates to the DEMG Objection.

6. The Committee reserves all rights to be heard before the Court with respect to this matter.

WHEREFORE, the Committee respectfully requests that this Court overrule the DEMG Objection for the reasons set forth in the Response and grant such additional relief as is just.

Dated: August 6, 2011
New York, New York

Respectfully Submitted,

By: /s/ Lawrence C. Gottlieb
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